

ADDENDUM B

BYLAWS

BYLAWS
of
CORPORATE NAME, INC.
(Adopted DATE)

ARTICLE I
NAME

Section 1.01.The exact name of the Corporation is Corporate Name, Inc..

ARTICLE II
ORGANIZATIONAL PURPOSE

Section 2.01: Organization. The Corporate Name, Inc. was organized on DATE as a Florida Not For Profit Corporation.

Section 2.02: Purpose. The Corporation is organized to coordinate the efforts of Narcotics Anonymous Groups in the Area in carrying the message of Narcotics Anonymous. The Corporate Name, Inc. will carry the message of Narcotics Anonymous by providing community public information services, telephone contact lines, various educational events and panel presentations to addicts in treatment centers and jails.

To conduct such other activities and programs in furtherance of the foregoing purposes as may be carried out by a Corporation organized under Florida General Laws Chapter 617 and described in §501(c) (3) of the Internal Revenue Code.

Section 2.03: Limitations on Activities. Consistent with its charitable and educational status, (a) Corporate Name, Inc. shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office; (b) no part of Corporate Name, Inc.'s net earnings shall inure to the benefit of officers, Directors or other private persons, except that it is authorized and empowered to pay reasonable compensation for services rendered and otherwise to make payments and distributions in furtherance of its charitable and educational purposes; and (c) Corporate Name, Inc. shall take only actions permitted an organization exempt from taxation under §501(c) (3) of the Internal Revenue Code of 1986 ("the code") and pertinent Income Tax Regulations, as amended and as they may be amended.

ARTICLE III
MEMBERSHIP

Section 3.01: Voting Members. Corporate Name, Inc.'s voting membership shall be all current groups in the Area of Narcotics Anonymous that are organized and operated exclusively for §501(c) (3) purposes. Membership in Corporate Name is at will.

Section 3.02: Membership Meetings.

- a. Annual Meeting. There will be at least one membership meeting held annually.
- b. Special Meetings. Additional membership meetings may be called by a simple majority of the members. A request for a special meeting shall be made at the monthly Area Service Committee Meeting and the special meeting shall take place within 45 days of the request.
- c. Quorum. A quorum for a membership meeting shall be a simple majority.

- d. Actions. The voting membership, acting pursuant to these bylaws, shall elect and may remove Directors, may amend the bylaws, shall establish general policies for **Corporate Name, Inc.**, and may adopt resolutions and take other actions regarding **Corporate Name, Inc.'s** affairs whether or not mentioned in these Bylaws. The Board of Directors shall implement **Corporate Name, Inc.'s** policies and take all other actions needed for **Corporate Name, Inc.'s** management and operations that are consistent with these bylaws and with the membership's actions, resolutions and policies.
- e. Removal/Suspension. A voting member is a member at will and can not be removed or suspended.

ARTICLE IV DIRECTORS

Section 4.01: Meetings. There shall be at least two meetings annually of **Corporate Name, Inc.'s** Board of Directors ("the Board"). Any two Directors may call a meeting. Reasonable notice, verbal or written, shall be given to all Directors.

Section 4.02: Board Size, Authority. The Board shall consist of no more than seven Directors. The Board shall manage and oversee **Corporate Name, Inc.'s** affairs pursuant to subsection 3.02(d) and other pertinent provisions of these Bylaws.

Section 4.03: Election of Directors. The Board shall consist of **four** Officers of the **NAME OF AREA** (Chair, Vice-Chair, Secretary, and Treasurer) plus **three** Directors-at-large that shall be elected by simple majority of the votes cast by members at the annual membership meetings. The Officers shall serve one year terms and be replaced annually by Officers elected at the annual meeting of the membership. The Directors at Large will serve three year terms, arranged so that one Directors' term expires each year. The three initial Directors at large shall be allocated a one year, a two year, and a three year term in order to facilitate the expiration cycle.

Section 4.04: Quorum; Majority Vote. A simple majority of the Board's total membership shall constitute a quorum. When quorum is present at a duly called Board Meeting, all actions shall be by vote of a majority of those present and entitled to vote.

Section 4.05: Removal or Suspension. A Director may be removed or suspended, with or without cause, by the vote of two-thirds of the Board's total membership or a majority of the voting membership.

Section 4.06: Board's Total Membership. Reference in any Bylaw to "the Board's total membership" shall mean the total number of Directors actually in office at a particular time, not the number of Directors authorized or permitted by these Bylaws or by Director resolution.

ARTICLE V COMMITTEES

Section 5.01: Committees. The Board or the voting membership from time to time may establish one or more committees, which shall include at least two voting members. Committee members need not be Directors, but if any committee contains no Directors, it shall report to a designated Board liaison.

ARTICLE VI OFFICERS

Section 6.01: Officers. The officers of **NAME OF AREA** shall be on the Board of Directors of Corporate Name, Inc. and serve as their respective officer positions. The same person may not serve as an officer and as a Director-at-Large.

Section 6.02: Duties. Officers shall have such duties and powers as normally are associated with their titles, except as the Board may otherwise provide.

ARTICLE VII DISSOLUTION

Section 7.01. Upon **Corporate Name, Inc.'s** dissolution, the Board, after paying or making provision for payment of all liabilities, shall dispose of **Corporate Name, Inc.'s** assets in such a manner, or to such organizations described in §501(c) (3) of the code of 1986 as amended, or the corresponding section of any future federal tax code, as the Board determines to be consistent with **Corporate Name, Inc.'s** purposes, in accordance with the fund flow structure of Narcotics Anonymous, and with applicable provisions of law.

ARTICLE VIII BYLAW AMENDMENTS

Section 8.01. These bylaws may be amended or revoked, in whole or in part, by vote of a majority of the total voting membership.

ARTICLE IX COMPLIANCE WITH LAW

Section 9.01. **Corporate Name, Inc.'s** officers and Directors are authorized and directed to take all steps necessary to assure that **Corporate Name, Inc.** operates and transacts its affairs in full compliance with all applicable provisions of the law.

ARTICLE X LIABILITY AND INDEMNIFICATION

Section 10.01: Liability. To the fullest extent permitted by law, no officer or Director shall be personally liable to **Corporate Name, Inc.** or any third party for monetary damages for breach of fiduciary duty. Nothing herein, however, shall limit the liability of any officer or Director to **Corporate Name, Inc.** for gross negligence or misconduct, which shall be defined as any (a) act or omission in bad faith, or which constitutes a knowing violation of law, or (b) any transaction from which the Officer or Director derived a fraudulent or otherwise improper personal or business benefit.

Section 10.02: Indemnification. **Corporate Name, Inc.** shall indemnify and/or insure, to the maximum extent allowed by law, each former and current Officer and Director for expenses and costs (including reasonable attorney's fees) actually and necessarily incurred in connection with any claim asserted by reason of being or having been an officer, Director, or employee, except in relation to matters involving such person's actual gross negligence or misconduct as defined in section 10.01.

Adopted by the Board on _____.

Ratified by Membership on _____.